### FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Disclosable Interest Holder's First Name (if i	ndividual):	MI:	Last Name:		Suffix
lone					
) Disclosable Interest Holder's Name (if entity)	):	<del></del>		3) Disclosable Interest Hold	der's TIN:
lone					
Disclosable Interest Holder's Address:		······································			
Type of Interest in Applicant ( ) (refer to Instructions for list)			older is a(n): ( ) or list of codes):	7) Percent of Interest Held	in Applicant:
Disclosable Interest Holder's Type of Owners (refer to instructions for list):	ship		9) Disclosable Interest H	Idider's Country of Citizenship	:
Deletterable December (6 the disclorable)	storent helder in on	indianat ava	The section of a second in the	trans la dine de como de Mesa e e e	
Relationship Description (if the discloseable in	mterest holder is an	indirect ow	ner, list path of ownership (	from Indirect owner to the appli	cant):
ited FCC Regulated Businesses of D	isclosable Inter	rest Hold	ers (repeat for each i	nterest holder identified	)
nted FCC Regulated Businesses of D  11a)  Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed in additional sheets, if necessary):	sinesses		ers (repeat for each i 11b) ncipal Business:	nterest holder identified 11c) TIN:	11d) Percent of Interest Hei
11a) Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed in	sinesses		11b)	11c)	11d) Percent of
11a) Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed li	sinesses		11b)	11c)	11d) Percent of
Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed in	sinesses		11b)	11c)	11d) Percent o
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11a) Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed li	sinesses		11b) ncipal Business:	11c)	11d) Percent of
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11a) Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed li	sinesses		11b) ncipal Business:	11c)	11d) Percent of

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

#### BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH. SAUDI ARABIA KUWAIT CITY. KUWAIT ABU DHABI, UNITED ARAB EMIRATES DUBAI, UNITED ARAB EMIRATES HONG KONG SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

#### Via Hand Delivery

Federal Communications Commission Wireless Bureau Applications P.O. Box 358130 Pittsburgh, PA 15251-5130

Re: Private Operational Fixed Point-to-Point Microwave Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

#### Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 603 for consent to the transfer of control of Time Warner Entertainment-Advance/Newhouse Partnership, licensee of POFS stations WNEX324, WNTL571, WNTF525 and WNER856. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$180.00 in payment of the requisite filing fees is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Arha R Wihen

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186918v1

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000 FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25052

February 10, 2000

One Hundred Eighty & 0/100

Net Amount

\$180.00

TO THE ORDER OF

Federal Communications

Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025052# #054000B0?# 2066?#016B3409#

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(5) STREET ADDRESS LINE NO. 2																					
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Washington (9) DAYTIME TELEPHONE NUMBER (	Include are	o code)					_	COLINE	RY CODE	(if not i	a II C		200	<u>05</u>							
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AOL Time Warner Inc (12) STREET ADDRESS LINE NO. 1																					
75 Rockefeller Plaza																					
(13) STREET ADDRESS LINE NO. 2														· · · · · · · · · · · · · · · · · · ·							
(14) CITY							(15)	STATE				I	16) ZIP	CODE	<u> </u>						
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						-		<u> </u>	·						_			_			
(19B) FCC CALL SIGN/OTHER ID WNEX324	(208) PA	A	PE CODE	· (PIC)	M	- (21B	3) QUA	νπτΥ <b>1</b>	(22B) F	EE DUI	E FOR	(PTC) I		K 20B	FCC	; USE	ONLY	,			
(23B) FCC CODE 1								(24B) F	CC CODE	2											
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(19C) FCC CALL SIGN/OTHER ID WNTF525	(20C) PA	A	PE CODE	(PTC)	M	(210	)QUA	NTITY 4	(22C) F	EE DU	E FOR	(PTC) I		K 20C	FCC	USE	ONLY				
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27) CERTIFICATION STATEMENT			1		SEC	TION	E - (	CERTIF	ICATIO	<u>N</u>			-								<del></del>
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are true and consect to the	nast 0	, my K							MENT I				T								
28) MASTERC	ARD/VISA	ACCOUN'	NUMBER	₹: 		<del></del>	<u> </u>	T T					E	(PIRAT	ON D	ATE:	1				
MASTERCARD		1	1	[	- 1	1	1	1 1		1			- 1	1	1	1	I				

I hereby authorize the FCC to charge my VISA or MASTERCARD

for the service(s)/authorization(s) herein described.

VISA

AUTHORIZED SIGNATURE

YEAR

DATE

FCC 603
Main Form

# FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

1) A	Application Purpose (Select on	ly one) (TC)								
1	AA - Assignment of Authorization TC - Transfer of Control	AM - Amendmen WD - Withdrawal		NT - EX -	Required No Request for	otification (for Cor Extension of Tim	nsummation on the (to Consum	of Assignment on nmate Assignment	or Transfer) ent or Transfe	er)
2a)	If this request is for an Amendment on file with the FCC.	or Withdrawal, ente	er the File	Number	of the pend	ng application cu	irrently	File N	lumber:	
2b)	File numbers of related pending app	olications currently c	on file with	the FC	<b>:</b>					
Туре	of Transaction									
3a)	Is this a pro forma assignment of au	uthorization or transf	fer of cont	rol?					( N) <u>Y</u> es	<u>N</u> o
3b)	If the answer to Item 3a is 'yes', is the Commission's forbearance procedure.		•		•	iled under the			( ) <u>Y</u> es	<u>N</u> o
4)	For assignments of authorization on	ly, is this a partition	and/or dis	aggrega	ation?				( ) <u>Y</u> es	<u>N</u> o
5)	Does this filing request a waiver of the	he Commission's ru	ıles?						(N)Yes	<u>N</u> o
6)	Are attachments being filed with this	application?							( N) <u>Y</u> es	<u>N</u> o
7a)	Does the transaction that is the subj licenses held by the assignor/transfe or commonly controlled entities) that	eror or affiliates of th	ne assigno	xr/transfe	eror (e.g., pa	rents, subsidiarie	<b>≫</b> ,		( Y) <u>Y</u> es	<u>N</u> o
7b)	Does the transaction that is the subj non-wireless licenses that are not in						i?		( Y) <u>Y</u> es	<u>N</u> o
Trans	saction Information									
8)	How will the assignment of authoriza	ation or transfer of c	ontrol be a	accompli	ished? Selec	et One: (S)				
	Sale or other assignment or transfer	of stock		<u>C</u> ourt (	Order					
	Other (voting trust agreement, mana	gement contract, et	c.):	<u> </u>						
	If required by applicable rule, attach agreements, instruments, certified or			low cont	trol is to be a	ssigned or transf	ferred, along	with copies of a	ny pertinent c	ontracts,
9)	The assignment of authorization or tr	ransfer of control of	license is:	:				(V) <u>v</u> o	luntary <u>I</u> nvo	luntary
icen	see/Assignor Information									
	Taxpayer Identification Number: 3790433						10b) SGI	<b>1</b> :		
	First Name (if individual):			MI:	Last Nam	<u>}</u> e:				Suffix:
	Entity Name (if not an individual):	1 07 1		<u> </u>						
	ne Warner Entertainment-A Attention To:	.dvance/Newh	ouse Pa	artner	snip					
	Sambol									
	P.O. Box: . Box 6659	ľ	And 15)	) Stree	t Address:					
16)						17) State:		18) Zip:		<del></del>
_	lewood					CO		30155		
	Telephone Number:				20) FAX					·
<del></del>	3) 799-1200 E-Mail Address:				(303) /	99-5651				
41)	E-IVIAII AUUI 655.									

22) Race,	Ethnicity, and Gender of	Assignor/L	icense	e (Opti	onal	):					
Race:	American Indian or Alaska Native:	Asian:				ck or Africa erican:		Native Hawaiiar Pacific Islander		White	
Ethnicity:	Hispanic or Latino:	Not Hispa Latino:	anic or								
Gender:	Female:	Male:									
Transferor i	nformation (for transfers	of control or	nly)								
23а) Тахрау	er Identification Number:							23b) SGI	N		
13-35272											
24) First Na	ame (if individual):				MI:	Last N	ame:				Suffix:
25) Entity N	ame (if other than individual):	·							<del></del>	<del></del>	
Time War	ner Inc.										
26) P.O. Bo	x:		And	1		Address:					
			/Or	75 R	ocke	efeller I					
28) City:							29) State:		30) Zip:		
New York						00) 54	NY		10019		
31) Telepho						32) FA					
(212) 484 33) E-Mail A						(212)	333-3987			<del></del>	· · · · · · · · · · · · · · · · · · ·
34) First Na John	me:			İ	MI: R.	Last Na Wilne					Suffix:
35) Compar	y Name:	······································				· · · · · · · · · · · · · · · · · · ·		· 7 Su 1			
Bryan Cav	e LLP										
36) P.O. Box	c		And	37) Si	reet /	Address:					
			/Or	700 T	`hirt	eenth S	treet, N.W	., Suite 70			
38) City:							39) State:		40) Zip:		
Washingto						40) 54)	DC		20005		
41) Telephor (202) 508:	ne Number:					42) FAX	s. 508-6200				
(202) 308. 43) E-Mail A						(202).	008-0200			· · · · ·	
•	oryancavellp.com										
		·									
	ansferee Information $(C)$ Individua	-i II	nincomo	prated As	e ocial	ion	Trust	Gorpe	nment Entity	loin	t Venture
44) Assigne	<u>Corporal</u>			ability Co			<u>P</u> artnership	_	•	<u>3</u> 011	r ventore
45a) Taxpaye	Identification Number:							45b) SGIN	İ		
13-409953											
l6) First Nai	ne (if individual):				MI:	Last Na	me:				Suffix:
47) Entity Na	ame (if other than individual):	·							· · · · · · · · · · · · · · · · · · ·		
	Warner Inc.										
48) Name of	Real Party in Interest:	•						49) TIN			
50) Attention	То:							L			

<u> </u>	P.O. Box:		T 50\	Chront	Address					
31)	F.O. 80X.	And /Or	1 1		Address:	C-k1, 200 II		•		
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1 '	•					54) State:		55) Zip:		
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, ,	'				57) FAX					
	03) 328-0600			1	(203).	328-4840				
58)	E-Mail Address:									
	ne of Assignee/Transferee Contact Represer	ntative	(if oth	,		· · · · · · · · · · · · · · · · · · ·				
,	First Name:			Mi:	Last N				s	uffix:
Jo				R.	Wilne	er				
	Company Name:									
	yan Cave LLP									
61)	P.O. Box:	And	62)	Street	Address:					
		/Or	700	Thir	teenth S	Street, N.W., S	Suite 700	)		
63)	City:					64) State:		65) Zip:		
Wa	ashington					DC	2	20005		
66)	Telephone Number:				67) FA	X:				
(20	02) 508-6041				(202)	508-6200				
68)	E-Mail Address:			•						
jrw	vilner@bryancavellp.com									
*cc	: Wayne D. Johnsen, Esq.; Wiley, Rein	& Fie	lding,	177	6 K Str	eet, N.W., Wa	shingtor	ı. DC 2	0006	
	n Ownership Questions (202) 719-7303		٥,	•		,		-,		
	Is the Assignee or Transferee a foreign government or	the reor	esentat	ive of a	ny foreian	government?		<del>"</del>	( N) <u>Y</u> es	No
<u> </u>					any rorongin	govorninon				
70)	Is the Assignee or Transferee an alien or the represent	tative of	an alien	ı? ——					(N)Yes	<u>N</u> o
71)	Is the Assignee or Transferee a corporation organized	under th	e laws	of any	foreign go	vernment?			(N)Yes	<u>N</u> o
	Is the Assignee or Transferee a corporation of which m	ore than	one-fif	fth of th	e canital s	stock is owned of rec	cord or vote			
, _,	by aliens or their representatives or by a foreign govern				•			•		
	under the laws of a foreign country?								( N) <u>Y</u> es	<u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly cont	rolled by	any oth	her con	poration of	f which more than or	ne-fourth of			
	the capital stock is owned of record or voted by aliens, thereof, or by any corporation organized under the laws				or by a fore	eign government or r	representati	ve	( N) <u>Y</u> es	No
	If 'Yes', attach exhibit explaining nature and extent of al		-	-	ip or contr	ol.			(11) <u>1</u> es	<u>re</u> o
		<del></del>								
Basi	c Qualification Questions									
74)	Has the Assignee or Transferee or any party to this appearmit revoked or had any application for an initial, mod									
	permit denied by the Commission?		J. 10110						(N)Yes	<u>N</u> o
	If 'Yes', attach exhibit explaining circumstances.									
75)	Has the Assignee or Transferee or any party to this app	olication,	or any	party d	irectly or i	ndirectly controlling	the Assigne	e or	<b>.</b>	
	Transferee, or any party to this application ever been of	onvicted	of a felo	ony by	any state o	or federal court?			( N) <u>Y</u> es	<u>N</u> o
	If 'Yes', attach exhibit explaining circumstances.									
76)	Has any court finally adjudged the Assignee or Transfe			-	-		_			
	Transferee guilty of unlawfully monopolizing or attempti indirectly, through control of manufacture or sale of radi	•		•		-	-			
	or unfair methods of competition?	• •							(N)Yes	<u>N</u> o
	If 'Yes', attach exhibit explaining circumstances.									
	Is the Assignee or Transferee, or any party directly or in		controll	ing the	Assignee	or Transferee curre	ently a party		. <b>N</b> T	
	in any pending matter referred to in the preceding two it If 'Yes', attach exhibit explaining circumstances.	tems?							(N)Yes	<u>N</u> o
		•		· C		C- 41 ' 41 '				
IT S	hould be noted that the Transferee is confirm	ung cei	tam m	norm	anon set	iorun in this			FCC 603 - Assig	nment For

/8) Race, I	8) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):										
 Race:	American Indian or Alaska Native:	Asian:	Black or African- American:	Native Hawaiian or Other Pacific Islander:	White:						

Race:	American Indian or Alaska Native:	Asian:	Black Ameri
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	
Gender:	Female:	Male:	

#### **Assignor/Transferor Certification Statements**

1)	The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal
	Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification
	procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

701	Typed or Printed	Manage of Doct		- 0:
91	I voed or Printed	Name or Pari	v Authorizeo ti	3 51an

	•	 		
First Name:		 MI:	Last Name:	Suffix:
Spencer		B.	Hays	

80) Title:

Vice President

Signature:

81) Date:

February 9, 2000

#### **Assignee/Transferee Certification Statements**

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
  - \* If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to S	ign		
First Name:	MI:	Last Name:	Suffix:
Thomas	W.	McEnerney	
83) Title:			
Vice President			
Signature: Thomas W. The	x	44	84) Date: February <b>1</b> , 2000
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR Title 18, Section 1001) AND/OR REVOCATION OF ANY STA AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed <u>Y</u> es / <u>N</u> o
WNEX324					Y
WNTL571					Y
WNTF525					Y
WNER856					Y
· /					
				******	
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<u>,, , , , , , , , , , , , , , , , , , ,</u>					<u> </u>

#### **DESCRIPTION OF THE PROPOSED TRANSFER**

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

The subject licensee is an indirectly controlled affiliate of Time Warner through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate control of the subject licensee will be transferred from Time Warner to the new AOL Time Warner Inc.

The present application seeks FCC consent to that transfer.

FCC 602 Main Form

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Applicant/Licensee Information						
1) First Name (if individual):	M	1:	Last Name:			Suffix:
2) Applicant Name (if entity):		······		3) Applicant TIN:		
AOL Time Warner Inc.				13-4099534		
Related FCC Regulated Businesses of Applicant/L	icensee					
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):		Prin	4b) ncipal Business:	4c) TIN:		4d) Percent of Interest Held:
SuperStation, Inc.	Broa	dcas	· sting	58-1391102	1	00
Time Warner Entertainment Company, L.P.	Cable	e Tel	levision	13-3666692		74.49
Time Warner Entertainment-Advance/ Newhouse Partnership	Cable	e Tel	levision	13-3790433		66.7
TWI Cable Inc.	Cable	e Tel	levision	59-1353813	10	00
Time Warner Telecom Inc.	Com	mun	ications Carrier	84-1500624		60.65
Signature 5) Typed or Printed Name of Party Authorized to Sign			erests are indirections	-	ıh various	· · · · · · · · · · · · · · · · · · ·
First Name:	MI:	L	ast Name:			Suffix:
Thomas	W	<u>/.    </u>	McEnerney			
Title: Vice President						
Signature: Morney W- M. Ene					Date:	
Mimus W- In M	une	T			Februar	y 9 , 2000
Failure To Sign This Application May Result In Dismissal Of The Appli	cation And F	orfeitun	e Of Any Fees Paid			

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

### FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

ocuadas to Disclosable unatest Holdels

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

Disclosable Interest Holder's First Name (if indivi-	dual):	MI:	Last Name:		Suffix:
None					
Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Hol	der's TIN:
Nama					
None 4) Disclosable Interest Holder's Address:					
,					
	Tax at 1				
Type of Interest in Applicant ( )     (refer to Instructions for list)			older is a(n): (    ) r list of codes):	7) Percent of Interest Held	I in Applicant:
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest I	Holder's Country of Citizenship	): 
		A1 . A			
10) Relationship Description (if the discloseable intere	ist nokder is an in	Idirect OWN	er, list path or ownership	from indirect owner to the appl	icant):
Related FCC Regulated Businesses of Disci	losable Intere	st Holde	ers (repeat for each	interest holder identified	d)
11a)		2.1	11b)	11c)	11d)
Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in #3		Pnn	cipal Business:	TIN:	Percent of Interest Held:
additional sheets, if necessary):					
			_		
				<del>                                     </del>	
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	1				

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

#### BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960

(202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.

LONDON, ENGLAND

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

INTERNET ADDRESS JRWILNER@BRYANCAVELLP.COM

#### Via Hand Delivery

Federal Communications Commission Wireless Bureau Applications P.O. Box 358130 Pittsburgh, PA 15251-5130

Re:

Private Operational Fixed Point-to-Point Microwave Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

#### Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 603 for consent to the transfer of control of CNN America, Inc., licensee of POFS stations WNES530, WNTR903, WNTV347, WNTV348 and WPOQ933. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$225.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Asha R When

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186950v1

BRYAN CAVELLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANKheck Number Washington, DC 20006 15-80/540 25061

February 10, 2000

Two Hundred Twenty Five & 0/100

Net Amount \$225.00

TO THE ORDER OF

Federal Communications Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025061# #05400080?# 2066?#01683409#

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11) APPLICANT NAME (if paying by co		nter name e	xactly as it	appears	on you	ur card)	,				1				-				
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FCC FORM 159-C JULY 1997 (REVISED)

FCC 603 Main Form

#### FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

1) A	pplication Purpose (Select or	nly one) (TC)										
	AA - Assignment of Authorization FC - Transfer of Control	AM - Amendment WD - Withdrawal		NT EX	- Required   - Request fo	Notificator Exte	ation (for Co nsion of Tin	nsummatione (to Cons	n of Assig ummate A	nment or Tra	insfer) r Transf	er)
2a)	If this request is for an Amendmen on file with the FCC.	t or Withdrawal, enter t	he F	ile Numb	er of the per	nding a	pplication c	urrently		File Numb	er:	
2b)	File numbers of related pending ap	plications currently on	file w	ith the FO	C:							
ype	of Transaction											
3a)	Is this a pro forma assignment of a	uthorization or transfer	of c	ontrol?						(	N) <u>Y</u> es	<u>N</u> o
3b)	If the answer to Item 3a is 'yes', is the Commission's forbearance procedu					g filed (	under the			(		
4)	For assignments of authorization or	nly, is this a partition an	d/or	disaggre	gation?					(	) <u>Y</u> es	<u>N</u> o
5)	Does this filing request a waiver of	the Commission's rules	3?			-				(	N <sub>)Yes</sub>	<u>N</u> o
6)	Are attachments being filed with this	s application?				*				(	N) <u>Y</u> es	<u>N</u> o
7a)	Does the transaction that is the sub- licenses held by the assignor/transf or commonly controlled entities) that	feror or affiliates of the	assig	nor/trans	feror (e.g., )	parents	, subsidiari	<b>es</b> ,	?	. (	Y) <u>Y</u> es	<u>N</u> o
7b)	Does the transaction that is the sub non-wireless licenses that are not in	• • • • • • • • • • • • • • • • • • • •				•		d?		(	Y) <u>Y</u> es	<u>N</u> o
rans	action Information											
8)	How will the assignment of authoriz	ation or transfer of con	trol b	e accomp	olished? Sei	ect On	e: (S)					
	Sale or other assignment or transfer				Order							
	Other (voting trust agreement, mana											
	If required by applicable rule, attach agreements, instruments, certified of	as an exhibit a statem	ent o	n how co	ntrol is to be	assig	ned or trains	ferred, alon	g with cop	pies of any pe	ertinent o	contracts,
9)	The assignment of authorization or t	transfer of control of lic	ense	is:			· · · · · · · · · · · · · · · · · · ·			(V) <u>V</u> olunta	ry <u>I</u> nvo	duntary
cen	see/Assignor Information					·						
	Taxpayer Identification Number: 762590		,					10b) SG	SIN:	· · · · · · · · · · · · · · · · · · ·		
	First Name (if individual):			MI:	Last Na	me:						Suffix:
2)	Entity Name (if not an individual):			1.								1
	N America, Inc.											
	Attention To:											
	ise S. Sams P.O. Box:	T .		15\ Ctra	et Address:							
•	Box 105573	And /Oi		•	VN Plaza							
	City:						State:		18) Zi	p:		
Atla						GA				-5573		
	Telephone Number:	•			20) F/	X:						
•	) 827-1008				(404)	827-	1995					
1)	E-Mail Address:											

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Race:	American Indian or Alaska Native:	Asian:				k or Africa erican:	ın-	Pacific Isla	valian or Other Inder:	White:	
Ethnicity:	Hispanic or Latino:	Not Hispa Latino:	anic or								
Gender:	Female:	Male:									
Transferor I	nformation (for transfers o	f control or	nly)								
23a) Taxpay	er Identification Number:							23b)	SGIN		
13-35272	49										
24) First Na	ame (if individual):				MI:	Last Na	ame:				Suffix:
25) Entity N	lame (if other than individual):					<u> </u>					
Time War	rner Inc.										
26) P.O. Bo	X:		And /Or	_ ′		Address:	<b>11</b>				
28) City:				/5 F	COCK	efeller P	1aza 29) State	•	20) Zin:		
New York	le.						NY	•	30) Zip:		
	ne Number:	<del></del>		····		32) FA			10019	<u> </u>	
(212) 484							 333-3987	,			
33) E-Mail A						(212).	755-5767				
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Name of Tra	nsferor Contact Represer	ntative (if o	ther the	an Tra	nsfero	r) (for tra	ensfers of c	ontrol only			<del></del>
34) First Na				1	MI:	Last Na					Suffix:
John				-	R.	Wilne	r				
35) Compar	ny Name:			<u> </u>						1	
Bryan Cav	ve LLP										
36) P.O. Box	x:		And	37)	Street /	Address:					
			/Or	700	Thirt	eenth S	treet, N.V	W., Suite	700		
38) City:							39) State	9:	40) Zip:		
Washingto							DC		20005		
41) Telepho						42) FAX					
(202) 508						(202) 5	08-6200			<del></del>	
43) E-Mail A											
jrwilner@	bryancavellp.com										
	ansferee Information										
44) Assigne	e is a(n): ( <sup>C</sup> ) <u>I</u> ndividual <u>C</u> orporatio		nincorpo mited Li				<u>T</u> rust <u>P</u> artners	-	overnment Entity	<u>J</u> oint	Venture
45a) Taxpaye	r Identification Number:							45b)	SGIN		
13-409953	34										
46) First Na	me (if individual):				MI:	Last Na	me:				Suffix:
47) Entity Na	ame (if other than individual):			1						1	
	e Warner Inc.										
	Real Party in Interest:							49) T	IN .		
50) Attention	т То:										

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

<u> </u>	80.8	T	I sov	-					
51)	P.O. Box:	And	] ^		Address:				
		/Or	c/o	Time	Warne	r Inc., 75 Rock			
	City:					54) State:	55) Zip:		
	w York					NY	10019		
	Telephone Number:				57) FAX				
(2)	2) 484-8000				(212) 3	333-3987			
58)	E-Mail Address:								
Narr	e of Assignee/Transferee Contact Represe	ntative	(if oth	er tha	n Assigr	ee/Transferee)*			
59)	First Name:			MI:	Last N	ame:		S	uffix:
Jol	nn			R.	Wilne	er			
60)	Company Name:			L	<u>.</u>				-
	yan Cave LLP								
	P.O. Box:		62)	Street	Address:				
•		And /Or	700	Thirt	eenth S	Street, N.W., Su	iite 700		
63)	City:	<u> </u>	, 00			64) State:	65) Zip:		
	shington					DC	20005		
	Telephone Number:	,		· · · · · · · · · · · · · · · · · · ·	67) FA		120003		
	2) 508-6041				•	508-6200			
`	E-Mail Address:				(202)	308-0200			
•									
<u> </u>	ilner@bryancavellp.com						· · · · · · · · · · · · · · · · · · ·		
	: Wayne D. Johnsen, Esq.; Wiley, Rein	& Fiel	ding,	, 1770	6 K Str	eet, N.W., Was	hington, DC 20	006	
\lier	Ownership Questions (202) 719-7303								
69)	Is the Assignee or Transferee a foreign government or	the repre	esentat	tive of a	ny foreign	government?		( N) <u>Y</u> es	<u>N</u> o
70)	Is the Assignee or Transferee an alien or the represen	tative of a	an alien	1?	-	,		( N) <u>Y</u> es	<u>N</u> o
71)	Is the Assignee or Transferee a corporation organized	under the	e laws	of any f	oreign go	vernment?		.( N) <u>Y</u> es	<u>N</u> o
•	Is the Assignee or Transferee a corporation of which n by aliens or their representatives or by a foreign govern							<b>3.</b> 7	
	under the laws of a foreign country?							( N) <u>Y</u> es	<u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly conf	rolled by	any oti	her corp	poration of	which more than one	-fourth of		
·	the capital stock is owned of record or voted by allens,	their rep	resenta	atives, o				(N)Yes	A
	thereof, or by any corporation organized under the laws If 'Yes', attach exhibit explaining nature and extent of a				ip or contr	ol.	•	(14) <u>r</u> es	<u>w</u> o
					·				
la <b>c</b> i	Qualification Questions								•
	, quantitation questions								
	Has the Assignee or Transferee or any party to this appermit revoked or had any application for an initial, mod			•					
	permit revoked or had any application for an initial, modernitidenied by the Commission?	ancauch:	OI TENE	Wall OI I	rcc state	ori additionization, ilicens	se, construction	(N)Yes	<u>N</u> o
	If 'Yes', attach exhibit explaining circumstances.								
75)	Has the Assignee or Transferee or any party to this ap	plication,	or any	party di	irectly or i	ndirectly controlling the	e Assignee or	3.7	
	Transferee, or any party to this application ever been of	onvicted (	of a felo	ony by a	any state	or federal court?		( N) <u>Y</u> es	<u>N</u> o
	If 'Yes', attach exhibit explaining circumstances.					·			
•	Has any court finally adjudged the Assignee or Transfe			•	•		-		
	Transferee guilty of unlawfully monopolizing or attempt indirectly, through control of manufacture or sale of rad	-	-				•		
	or unfair methods of competition?	.о фраг	, o.		44	angomoni, or any out	, mount	(N)Yes	No
	If 'Yes', attach exhibit explaining circumstances.								
77)	Is the Assignee or Transferee, or any party directly or in	ndirectly	controll	ling the	Assignee	or Transferee current	ty a party	N.7	
	in any pending matter referred to in the preceding two if 'Yes', attach exhibit explaining circumstances.	tems?						(N)Yes	<u>N</u> o
	· ····································								

\*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

FCC 603 - Assignment Form February 1999 - Page 3

Race:	American Indian or Alaska Native:	Asian:	Black or African- American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			•

Ass	ignor/Transferor Certification Statements			
1)	The Assignor or Transferor certifies either (1) that the authorization will n Communications Commission has been given, or (2) that prior Commissi procedures for <i>pro forma</i> assignments and transfers by telecommunication	ion conse	int is not required because the transaction is subject to	streamlined notification
2)	The Assignor or Transferor certifies that all statements made in this applipart of this application, and are true, complete, correct, and made in good		d in the exhibits, attachments, or documents incorpora	ated by reference are material, are
79)	Typed or Printed Name of Party Authorized to Sign			
Firs	t Name:	MI:	Last Name:	Suffix:
S	pencer	B.	Hays	
	Title: Vice President			
Sign	lature:	フ		81) Date: February 9, 2000

#### Assignee/Transferee Certification Statements

- The Assignee or Transferee certifles either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
  - If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules. 47 CFR § 1.2002(b). for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application or (3) is not required to file Form 602 under the Commission's Rules.

First Name:	MI:	Last Name:	Suffix:
Thomas	w.	McEnerney	
83) Title:			
Vice President			
Signature:	MCE		84) Date:
Minus W.	in muney		February 1, 2000

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed <u>Y</u> es / <u>N</u> o
WNES530					Y
WNTR903					Y
WNTV347					Y
WNTV348					Y
WPOQ933					Y
				·	
-					
· · · · · · · · · · · · · · · · · · ·					
		•			

#### **DESCRIPTION OF THE PROPOSED TRANSFER**

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

The subject licensee is an indirectly controlled affiliate of Time Warner through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate control of the subject licensee will be transferred from Time Warner to the new AOL Time Warner Inc. The present application seeks FCC consent to that transfer.

FCC 602 Main Form

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Applicant/Licensee Information						
1) First Name (if individual):	MI:		Last Name:			Suffix:
2) Applicant Name (if entity):				3) Applicant TIN:		
AOL Time Warner Inc.				13-4099534		
Related FCC Regulated Businesses of Applicant/Li	censee					
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):		Prin	4b) ocipal Business:	4c) TIN:	lı	4d) Percent of nterest Held: *
SuperStation, Inc.	Broade	cas	sting	58-1391102	10	00
Time Warner Entertainment Company,						
L.P.	Cable	Tel	levision	13-3666692		74.49
Time Warner Entertainment-Advance/ Newhouse Partnership	Cable	Tel	evision	13-3790433		66.7
TWI Cable Inc.	Cable	Tel	evision	59-1353813	10	00
Time Warner Telecom Inc.	Comm	un	ications Carrier	84-1500624		60.65
					·	
Signature 5) Typed or Printed Name of Party Authorized to Sign			erests are indirecties and affiliates.		h various	
First Name:	MI:	L	ast Name:			Suffix:
Thomas	w.		McEnerney			
Title:						
Vice President	· · · · · · · · · · · · · · · · · · ·					
Signature:					Date:	
Thomas W. M. Ene	ency				Februar	y <b>ባ</b> , 2000
Failure To Sign This Application May Result In Dismissal Of The Applic	ation And Forf	eitur	e Of Any Fees Paid			

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).